

B210
(12/04)**UNITED STATES BANKRUPTCY COURT**
District of Delaware

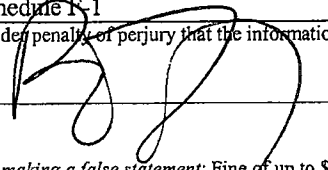
In re: W.R. Grace & Co.- Conn.

Case No. 01-01140
(Jointly Administered)
Court ID (Court use only) _____**NOTICE OF PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(c)(2), Fed.R.Bankr.P., of the transfer, other than for security, of the claim referenced in this notice.

SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD Name of Transferee	Motion Industries, Inc. Name of Transferor
Name and Address where notices to transferee should be sent SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD Two Greenwich Plaza, 1 st Floor Greenwich, CT 06830 Attn: Brian Jarman	Court Record Address of the transferor (Court Use Only)
Last Four Digits of Acct. #: _____	Last Four Digits of Acct. #: _____
Transfer Amount: \$ 64,254.02	
Name and Address where transferee payments should be sent (if different from above) SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD 660 Steamboat Rd, 3 rd Floor Greenwich, CT 06830 Attn: Irene Wu	Name and Current Address of transferor Motion Industries, Inc. Kimberly J. Robinson Barack Ferrazzano Kirschbaum & Nagelberg LLP 200 West Madison Street Suite 3900 Chicago, IL 60606-3465
Phone: 203-542-4061 203-542-4161	Phone: (312) 629-5188
Last Four Digits of Acct #: _____	Last Four Digits of Acct #: _____
Court Schedule R-1	

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Date: **March 24, 2008**

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

DEADLINE TO OBJECT TO TRANSFER

The transferor of claim named above is advised that this Notice of transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

**EXHIBIT A TO
ASSIGNMENT OF CLAIM**

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, MOTION INDUSTRIES, INC. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of \$64,254.02 (The "Assigned Claim") against W.R. Grace & Co. - Conn. (the "Debtor"), the debtor-in-possession in Case No. 01-01140 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on February ____, 2008.

MOTION INDUSTRIES, INC.

By: Michael Harper
Name of person signing MICHAEL HARPER
Title of person signing TREASURER

DEC-27-2007 14:15

P.04/06

In re **W.R. GRACE & CO.-CONN.**
DebtorCase No. **01-01140**
(If known)**AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS***

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT		AMOUNT OF CLAIM
		UNLIQUIDATED	DISPUTED	
ACCOUNT NO. ATLANTIC INDUSTRIAL SERVICES INC 6600 NW 12TH AVE SUITE 205 FORT LAUDERDALE, FL 33309-1147	TRADE PAYABLE			\$0.00
ACCOUNT NO. ATLANTIC LIFT TRUCK, INC. PO BOX 17126 BALTIMORE, MD 21203	TRADE PAYABLE			\$2,935.39
ACCOUNT NO. ATLANTIC TECHNICAL SALES & SERVICE 3215 BRYSON DR FLORENCE, SC 29501-6011	TRADE PAYABLE			\$0.00
ACCOUNT NO. ATLANTIC TRACY/MOTION INDUSTRIES 44 THIRD AVE SOMERVILLE, MA 02143	TRADE PAYABLE			\$841.15
ACCOUNT NO. A-TOP POLYMERS, INC. 47 ROCKINGHAM RD. WINDHAM, NH 03087	TRADE PAYABLE			\$0.00
ACCOUNT NO. AUBURN SYSTEMS, LLC. 8 ELECTRONICS AVE. DANVERS, MA 01923	TRADE PAYABLE			\$0.00
ACCOUNT NO. AUCHTER INDUSTRIAL VAC SERVICE INC 4801 S. WOOD AVE LINDEN, NJ 07036	TRADE PAYABLE			\$47,452.19
ACCOUNT NO. AUDIOMETRICS INC 3318 NORTH MARKET SUITE 2 SHREVEPORT, LA 71107	TRADE PAYABLE			\$1,361.00
ACCOUNT NO. AUGUSTA TOOL & SPECIALTY CO. PO BOX 6277 AUGUSTA, GA 30916-1277	TRADE PAYABLE			\$42.96

Sheet no. 35 of 322 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsTotal Amount of Amended
Schedule Records

\$15,082,991.19

*This Amended Schedule F does not supplant the filed Schedule F except as amended on specific creditors listed.

DEC-27-2007 14:16

P.05/06

In re W.R. GRACE & CO.-CONN.
DebtorCase No. 01-01140
(If known)**AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS***

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT		AMOUNT OF CLAIM
		UNLIQUIDATED	DISPUTED	
ACCOUNT NO. MOM & DAOS DELI 6345 SOUTH CENTRAL AVE CHICAGO, IL 60638	TRADE PAYABLE			\$0.00
ACCOUNT NO. MONITOR LABS 76 INVERNESS DR EAST ENGLEWOOD, CO 80112-5189	TRADE PAYABLE			\$0.00
ACCOUNT NO. MONITOR LABS, INC DEPT 0390 DENVER, CO 80256-0390	TRADE PAYABLE			\$3,291.82
ACCOUNT NO. MONUMENTAL ENVIRONMENTAL PO BOX 514 MONUMENT, CO 80132	TRADE PAYABLE			\$3,241.05
ACCOUNT NO. MOORE & MUNGER MARKETING INC PO BOX 8063 BRIDGEPORT, CT 06601-8063	TRADE PAYABLE			\$0.00
ACCOUNT NO. MOREHOUSE-COWLES DEPT LA 21941 PASADENA, CA 91185-1941	TRADE PAYABLE			\$0.00
ACCOUNT NO. MORRIS & RITCHIE ASSOCIATES INC 3445-A BOX HILL CORPORATE CENTER DR ABINGDON, MD 21009 UNK	TRADE PAYABLE			\$151.00
ACCOUNT NO. MOTION INDUSTRIES INC PO BOX 13428 BIRMINGHAM, AL 35202	TRADE PAYABLE			\$0.00

Sheet no. 203 of 322 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsTotal Amount of Amended
Schedule Records

\$15,082,991.19

*This Amended Schedule F does not supersede the filed Schedule F except as amended on specific creditors listed.

DEC-27-2007 14:16

P.06/06

In re W.R. GRACE & CO.-CONN.Case No. 01-01140

Debtor

(If known)

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS*

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	CONTINGENT		AMOUNT OF CLAIM
		UNLIQUIDATED	DISPUTED	
ACCOUNT NO. _____ MOTION INDUSTRIES INC PO BOX 98412 CHICAGO, IL 60693-8412	TRADE PAYABLE			\$20,842.02
ACCOUNT NO. _____ MOTION INDUSTRIES 1234 E. 2ND ST OWENSBORO, KY 42303	TRADE PAYABLE			\$0.00
ACCOUNT NO. _____ MOTION INDUSTRIES 3820 CALUMET AVE. HAMMOND, IN 46325	TRADE PAYABLE			\$0.00
ACCOUNT NO. _____ MOTION INDUSTRIES 5444 EAST AVE COUNTRYSIDE, IL 60525	TRADE PAYABLE			\$15,526.80
ACCOUNT NO. _____ MOTION INDUSTRIES, INC. 8415-250 KELSO DR. BALTIMORE, MD 21221	TRADE PAYABLE			\$22,301.14
ACCOUNT NO. _____ MOTION INDUSTRIES, INC. PO BOX 1477 BIRMINGHAM, AL 35201-1477	TRADE PAYABLE			\$4,742.91
ACCOUNT NO. _____ MOTION INDUSTRIES, INC. PO BOX 489 WESTLAKE, LA 70669	TRADE PAYABLE			\$0.00
ACCOUNT NO. _____ MOUNTAIN STATES EMPLOYERS COUNCIL 1799 PENNSYLVANIA ST DENVER, CO 80203	TRADE PAYABLE			\$0.00
ACCOUNT NO. _____ MP ENVIRONMENTAL SERVICES, INC. 3400 MANOR ST BAKERSFIELD, CA 93308	TRADE PAYABLE			\$2,365.00

Sheet no. 204 of 322 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsTotal Amount of Amended
Schedule Records

\$15,082,991.19

*This Amended Schedule F does not supersede the filed Schedule F except as amended on specific creditors listed.

TOTAL P.06